Form (2)

Republic of the Union of Myanmar
Sr. No.
Dated.
Myanmar Investment Commission

The Myanmar Investment Commission

PERMIT

Permit No. 480 /2012 Date 30 MAY 2012

The Myanmar Investment Commission issues this Permit under Section 10 of the Republic of The Union of Myanmar Foreign Investment Law-

(a) Name of Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of principal organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation BUILDING NO. 6, NAY PYI TAW

(f) Type of business in which investment is to be made EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted ON SHORE BLOCK EP 2 IN AUNGLAN AREA, MAGWAY REGION

(h) Amount of foreign capital US$ 17.60 MILLION

(i) Period for bringing in foreign capital 2012 TO 2018

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 17.60 MILLION

(k) Permitted duration of investment 6 YEARS

(l) Name of the economic organization to be formed in Myanmar PTTEP SOUTH ASIA LIMITED & WIN PRECIOUS RESOURCES PTE. LTD.

Chairman

The Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

Our ref : Ya Ka-1/Na-651 /2012(7095-1)
Dated : 30 May 2012.

Tel : 067- 406334,406075
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Subject; Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for onshore Block " EP 2 in Aunglan area , Magway Region under the name of " PTTEP South Asia Limited & Win Precious Resources Pte.Ltd.

Reference: Ministry of Energy,Letter No. 008/856/Hta (160/2012) date (17.2.2012). "

1. The Myanmar Investment Commission, at its meeting (9 /2012) held on (14-3-2012) had reviewed the proposal for investment in "Exploration and Production of Crude Oil & Natural Gas for onshore Block EP 2 in Aunglan area , Magway Region" under the name of " PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. " pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and PTTEP South Asia Limited of the Cayman Islands & Win Precious Resources Pte. Ltd. of the Republic of Singapore. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet of the Union Government for final approval.

2. The Cabinet of the Union Government, at its meeting (17 /2012) held on (10- 5 -2012), resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VI, Article 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provisions of the Memorandum of Understanding, dated 31st October 2011, the participating interests of the parties in respect of the Production Sharing Contract shall be as follows:

PTTEP South Asia Limited	90 %
Win Precious Resources Pte. Ltd.	10 %

4. The permitted duration of the project shall be 20 (Twenty) years three(3) consecutive years for initial exploration period, and additional two (2) years as the first extension period and another (1) one year as the second extension period.

5. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall pay royalty to the Government equal to 12.5% percent of the value of Available Petroleum from the Contract Area.

6. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall pay to Myanma Oil & Gas Enterprise to the amount of US $ 1,500,000 (United States Dollar One Million Five Hundred Thousand Only) as Signature Bonus within 30 (Thirty) days after the date of signing of the contract.

7. Production Split between Myanma Oil and Gas Enterprise and PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall be allocated for Development and Production Area as follows:-

Crude Oil

Production Rate in Barrels per day

BOPD	MOGE(%)	CONTRACTOR(%)
0 - 10,000	60	40
10,001- 20,000	65	35
20,001- 50,000	70	30
50,001- 100,000	80	20
100,001-150,000	85	15
Above 150,000	90	10

Natural Gas

Production Rate in Million Cubic Feet per day

MMCFD	MOGE(%)	CONTRACTOR(%)
UP to 60	60	40
61 - 120	65	35
121 - 300	70	30
301 - 600	80	20
601 - 900	85	15
Above 900	90	10

8. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus
Crude Oil

At BOPD	US $(MILLION)
Upon approval of Development Plan	0.50
10,000(for 90 consecutive days production)	1.50

20,000(for 90 consecutive days production)	2.00
50,000(for 90 consecutive days production)	3.00
100,000(for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	6.00

Natural Gas

At MMCFD	US $(MILLION)
Upon approval of Development Plan	0.50
60(for 90 consecutive days period)	1.50
120(for 90 consecutive days period)	2.00
300(for 90 consecutive days period)	3.00
600(for 90 consecutive days period)	4.00
900(for 90 consecutive days period)	6.00

9. After the commencement of commercial production of Crude Oil and/or Natural Gas shall fulfil as its obligation 20%(Twenty) percent of Crude Oil and 25% (Twenty Five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(Ninety) percent of the Fair Market Price.

10. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall provide Training Fund to the amount of US $ 25,000 (United States Dollar Twenty Five Thousand Only) per contract year for Exploration Period and US $ 50,000 (United States Dollar Fifty Thousand Only) per contract year for Development and Production Period and shall also provide Research and Development Fund to the amount of 0.5% (Zero Point Five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. a 15% (Fifteen) percent and extend up to 25% (Twenty Five) percent undivided interest after commercial discovery.

12. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company-

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars One Hundred Million Only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar One Hundred Million Only and United States Dollar One Hundred and Fifty Million Only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar One Hundred and Fifty Million Only)	50%

(i) As per section-21(i),exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which they are imported as they are actually required for use during the period of construction.

(j) As per section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional imports of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction. However, such imports shall be subject to the approval endorsed by the Ministry of Energy.

14. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing such Agreement, (5) copies each of those shall have to be forwarded to the Commission.

15. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall have to consult with Directorate of Labour, Ministry of Labour for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provisions under Section-24 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened;

(b) the detailed lists of the type and value of foreign capital defined under Section - 2(h) of the said Law, other than foreign currency.

21. Whenever brings in foreign capital defined under Section-2(h) of the said Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure (1)].

23. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall have the right to conduct account transfer in exchanging foreign currency into Kyat and vice-versa as per para 20 of the Notification No. 40/2011 issued by the Union Government of the Republic of the Union of Myanmar, dated 30 September 2011.

24. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

25. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No.Ya Ka-1/ 139/94(0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

26. Payment of principal and interest of the loan(if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the official foreign exchange earnings of PTTEP South Asia Limited & Win Precious Resources Pte. Ltd.

27. PTTEP South Asia Limited & Win Precious Resources Pte. Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Article 15 of the Procedures relating to the Republic of the Union of Myanmar Foreign Investment Law.

(Soe Thane)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of National Planning and Economic Development
3. Ministry of Finance and Revenue
4. Ministry of Commerce
5. Ministry of Energy
6. Ministry of Foreign Affairs

EP - 2 (Decision)

7. Ministry of Home Affairs
8. Ministry of Immigration and Population
9. Ministry of Labour
10. Ministry of Electric Power (2)
11. Director General, Directorate of Investment and Company Administration
12. Director General, Customs Department
13. Director General, Internal Revenue Department
14. Managing Director, Myanma Oil and Gas Enterprise
15. Managing Director, Myanma Foreign Trade Bank
16. Managing Director, Myanma Investment and Commercial Bank
17. Managing Director, Myanma Insurance
18. Managing Director, Myanma Electric Power Enterprise
19. Director General, Directorate of Trade
20. Director General, Immigration and National Registration Department
21. Director General, Directorate of Labour
22. Chairman, the Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(RUMFCCI)